

EXHIBIT C

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC,
Debtor.¹

Chapter 11

Case No. 22-10602 (JKS)

Re D.I. ●

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF JULY 20, 2022**

Upon the *Application of the Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C. §§ 327, 328, and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of July 20, 2022* (the “Application”);² and upon the Declaration of Bradford J. Sandler and the Declaration of the Committee Chair filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtor’s estate, its creditors and other parties-in-interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application or Sandler Declaration.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Committee is hereby authorized to retain and employ PSZ&J as counsel to the Committee pursuant to sections 327, 328(a), and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, effective as of July 20, 2022.
3. PSZ&J shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Case in compliance with the applicable provisions of the Bankruptcy Code, including section 330 of the Bankruptcy Code, the Bankruptcy Rules, and any applicable procedures and orders of this Court.
4. PSZ&J is authorized to render professional services to the Committee as described in the Application.
5. The Committee and PSZ&J are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.